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Fortune, Inc. and Daniel Rosensweig

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

APOLLO GROUP, INC. and UNIVERSITY OF
PHOENIX, INC.,

Plaintiffs,

v.

CHEGG, INC., STUDENT OF FORTUNE,
INC., DANIEL ROSENSWEIG, and SEAN
MCCLEESE,

Defendants.

Civil Action No. 13 CV 01336 (AJN)

**DECLARATION OF ROBERT
CHESNUT IN SUPPORT OF
DEFENDANTS' MOTION TO
TRANSFER VENUE**

ECF Case

I, Robert Chesnut, declare as follows:

1. I am employed by Defendant Chegg, Inc. ("Chegg") in Santa Clara, California as its SVP, General Counsel. I make this declaration in Support of Defendants Chegg, Inc., Student of Fortune, Inc., ("SOF"), and Daniel Rosensweig's (collectively, "Defendants") Motion to Transfer Venue. Except where otherwise indicated, I have personal knowledge of the facts

contained in this declaration, and if called as a witness, could testify competently to the matters contained herein.

2. SOF is a Delaware Limited Liability Company, headquartered in Santa Clara, California, with no offices outside of California. It has two officers. I am the President, Chief Executive Officer and Sole Manager of SOF, and Andy Brown is its CFO and Secretary. Both Andy Brown and I reside in the Northern California area and work at the Santa Clara, California offices of SOF and Chegg.

3. Chegg acquired SOF on August 23, 2011, as a wholly owned subsidiary.

4. Chegg is a Delaware Corporation, headquartered in Santa Clara, California.

5. Chegg is headquartered in Santa Clara, California, where it has 210 employees. It has smaller offices in San Francisco (21 employees), Kentucky (37 employees), Oregon (6 employees) and Utah (7 employees). Chegg's remaining employees work in overseas offices, or from remote locations in the United States. Chegg has no office, other facility, records, or employees in the Southern District of New York.

6. All of the Chegg personnel with any knowledge of SOF matters work out of the Santa Clara, CA office. All records pertaining to SOF are also in the Santa Clara office, or stored in servers on the cloud and accessed by employees in California.

7. One of the two principals of SOF, Sean McCleese, continues to work for SOF in the Santa Clara office, and resides in Pasadena, California. The other founder, Nikhil Sreeneth, is no longer with the company. I am informed and believe that he lives in Las Vegas, Nevada.

8. Because SOF's code was written by engineers who are no longer with the company, to search past records of SOF activity the company employs the services of an independent contractor who is familiar with the SOF code. That contractor, Tom Lang, resides

in the Bay Area and (when working on SOF projects) works out of the Santa Clara facility or his California home. Two other individuals who devote substantial time to SOF matters (George Johnston and Jennifer King) work and reside in the Pasadena, California area.

9. Because of the disparity of distance, attendance of company representatives and company witnesses at hearings and trial in New York would be considerably more expensive and disruptive than in any of the Northern District of California venues. In addition to travel time and expenses such as airfare, hotels, and per diem, the business disruption of having executives and engineers unavailable for long stretches is significant.

10. Chegg's Chief Executive Officer, Daniel Rosensweig, resides in Woodside, California, and works at the the Santa Clara headquarters.

11. I am SOF's registered agent for receipt of Digital Millennium Copyright Act notices. I work in the Santa Clara headquarters, and all records of DMCA complaints are located there or stored in servers in the cloud and accessed from California.

12. SOF personnel proactively search the SOF website for possibly infringing content, and remove that content.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct and that this declaration was executed on 4/23/13 in Santa Clara, California.



ROBERT CHESNUT

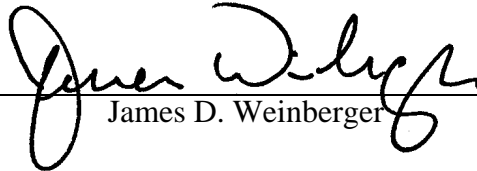
CERTIFICATE OF SERVICE

I certify that all counsel of record is being served on April 25, 2013 with a copy of this document via the Court's CM/ECF system.

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